

9-101A055

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

TWX NUMBER
910-221-1154

TELECOPIER
312-750-8600

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08875-6739
201-563-2700

888 16TH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

SUSAN G. LICHTENFELD

April 10, 1989

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

RECORDATION NO. 16243-B
APR 11 1989 - 12 55 PM
INTERSTATE COMMERCE COMMISSION
Date _____
Fee \$ _____
MOTOR OPERATING UNIT
APR 11 12 46 PM '89
ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of Amendment No. 1 to Lease of Railroad Equipment dated March 27, 1989 relating to a Lease of Railroad Equipment (the "Lease"), dated as of February 1, 1989, between The Pittsburgh and Lake Erie Railroad Company and U.S. Railcar, Inc., duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 23, 1989, under Recordation Number 16243, which Lease is a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed document are:

Lessor: The Pittsburgh and Lake Erie
Railroad Company
Commerce Court Building
4 Station Square
Pittsburgh, PA 15219

Lessee: U.S. Railcar, Inc.
2333 Waukegan Road
Bannockburn, IL 60015

A description of the railroad equipment covered by the enclosed document is set forth therein.

Also enclosed is a check in the amount of \$13.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Noreta R. McGee
April 10, 1989
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Kindly return the stamped original executed copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld, Esq., Ross & Hardies, 150 North Michigan Avenue, Chicago, Illinois 60601.

Following is a short summary of the enclosed document and the primary document to which it relates:

Document to be Recorded

Amendment No. 1 to Lease of Railroad Equipment between The Pittsburgh and Lake Erie Railroad Company, as Lessor, and U.S. Railcar, Inc. as Lessee, dated March 27, 1989, covering the railcars described in Schedule B thereto.

Primary Document to Which it Relates

Lease of Railroad Equipment between The Pittsburgh and Lake Erie Railroad Company, as Lessor, and U.S. Railcar, Inc., as Lessee, dated as of February 1, 1989, recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 23, 1989 under Recordation Number 16243.

Very truly yours,


Susan G. Lichtenfeld

SGL:shp

enc.

cc: Gordon E. Neuenschwander
G. E. Yurcon
C. R. Holley
J. E. Lenart
J. J. Lafferty
Robert W. Kleinman
Michael M. Hopkins
Jeffrey B. Schamis

Interstate Commerce Commission
Washington, D.C. 20423

4.27.89

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601

Dear: **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **4.11.89**, at **12:55pm**, and assigned recordation number(s). **16243-B, 12317-TT & 14696-SS**

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

APR 11 1989 - 12 55 PM

AMENDMENT NO. 1 TO
LEASE OF RAILROAD EQUIPMENT INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 to Lease of Railroad Equipment amends the Lease Agreement dated as of February 1, 1989 between The Pittsburgh and Lake Erie Railroad Company, a Delaware corporation (hereinafter called the "Lessor"), and U.S. Railcar, Inc., an Illinois corporation (hereinafter called the "Lessee").

WHEREAS, Lessor and Lessee entered into the Lease Agreement dated as of February 1, 1989 (the "Lease"),

WHEREAS, Schedule B to the Lease contemplated that a schedule listing up to 23 Units would be agreed to by the parties by April 1, 1989,

WHEREAS, the parties have selected 23 Units to comprise Schedule B, and

WHEREAS, the Lease was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on March 23, 1989, under Recordation Number 16243.

NOW, THEREFORE, in consideration of the foregoing, the mutual covenants and agreements hereinafter contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Lessor and Lessee hereby agree that:

1. All terms used in this Amendment No. 1 and not otherwise defined herein shall have the meanings ascribed to them in the Lease.

2. Schedule B attached hereto shall be deemed to be Schedule B to the Lease.

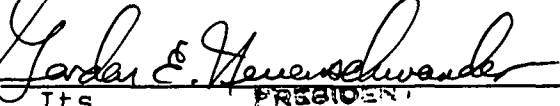
3. Except as otherwise expressly provided herein, the Lease shall continue in full force and effect and all references to the Lease therein shall mean the Lease as amended hereby.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to be executed by duly authorized officers, all as of the 27th day of March, 1989.

U.S. RAILCAR, INC., LESSEE

By 
Its PRESIDENT

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY, LESSOR

By 
Its PRESIDENT

STATE OF ILLINOIS)
) SS.
COUNTY OF LAKE)

On this 5th day of April, 1989, before me personally appeared Homer Jones to me personally known, who, being by me duly sworn, says that he is the President of U.S. RAILCAR, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Loretta M. Ziolkowski
Notary Public

[Notarial Seal]

My Commission expires

MY COMMISSION EXPIRES
JUNE 19, 1989
LORETTA M. ZIOLKOWSKI

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF ALLEGHENY)

On this 5th day of April, 1989, before me personally appeared Gordon E. Neuenschwander to me personally known, who, being by me duly sworn, says that he is the President of THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jayme R. Holloway
Notary Public

[Notarial Seal]

My Commission expires

Notarial Seal
Jayme R. Holloway, Notary Public
Emsworth Borough, Allegheny County
My Commission Expires Oct. 12, 1992
Member, Pennsylvania Association of Notaries

SCHEDULE B

23 Units

PLE	17006
PLE	17008
PLE	17030
PLE	17037
PLE	17051
PLE	17052
PLE	17075
PLE	17082
PLE	17090
PLE	17096
PLE	17114
PLE	17115
PLE	17119
PLE	17122
PLE	17126
PLE	17158
PLE	17182
PLE	17183
PLE	17185
PLE	17220
PLE	17222
PLE	17229
PLE	17238